



State of California

Secretary of State

LIMITED PARTNERSHIP CERTIFICATE OF DISSOLUTION

IMPORTANT – Read instructions before completing this form

NOTE: THIS CERTIFICATE OF DISSOLUTION (LP-3) MUST BE FILED IN ORDER TO DISSOLVE YOUR LIMITED PARTNERSHIP. YOU MUST ALSO FILE A CERTIFICATE OF CANCELLATION (LP-4/7) IN ORDER TO CANCEL YOUR CERTIFICATE OF LIMITED PARTNERSHIP (LP-1) AND NOT INCUR FURTHER LIABILITY FOR TAX AS A LIMITED PARTNERSHIP.

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER

2. NAME OF LIMITED PARTNERSHIP

3. EFFECTIVE DATE OF DISSOLUTION:

MONTH

DAY

YEAR

4. THE EVENT CAUSING THE DISSOLUTION OF THIS LIMITED PARTNERSHIP IS:

- A. ☐ IT IS THE TIME SPECIFIED IN THE PARTNERSHIP AGREEMENT FOR DISSOLUTION.
- B. ☐ THE EVENTS FOR DISSOLUTION THAT ARE SPECIFIED IN THE PARTNERSHIP AGREEMENT HAVE OCCURRED.
- C. ☐ WRITTEN CONSENT OF ALL GENERAL PARTNERS AND A MAJORITY IN INTEREST OF THE LIMITED PARTNER(S).
- D. ☐ THERE ARE NO GENERAL PARTNERS TO CONTINUE THE BUSINESS OF THE LIMITED PARTNERSHIP.
- E. ☐ ENTRY OF A DECREE OF JUDICIAL DISSOLUTION UNDER SECTION 15682.

5. OTHER INFORMATION THE PARTNERS FILING THE CERTIFICATE OF DISSOLUTION DETERMINE TO INCLUDE: (ATTACH ADDITIONAL PAGES IF NECESSARY)

6. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON

POSITION OR TITLE OF AUTHORIZED PERSON

TYPE OR PRINT NAME OF AUTHORIZED PERSON

DATE

SIGNATURE OF AUTHORIZED PERSON

POSITION OR TITLE OF AUTHORIZED PERSON

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SIGNATURE OF AUTHORIZED PERSON

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TYPE OR PRINT NAME OF AUTHORIZED PERSON

DATE



Secretary of State
Business Programs Division

1500 11th Street, 3rd Floor
Sacramento, CA 95814

Business Entities
(916) 657-5448

EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

INSTRUCTIONS FOR COMPLETING CERTIFICATE OF DISSOLUTION (FORM LP-3)

For easier completion, this form is available in a “fillable” version online at the Secretary of State’s website at <http://www.ss.ca.gov/business/business.htm>. The form can be filled in on your computer, printed and mailed to the Secretary of State, Document Filing Support Unit, P O Box 944225, Sacramento, CA 94244-2250 or can be delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink.

FILING FEE: There is no fee for filing a Certificate of Dissolution (LP-3). Send the executed document to the address stated above.

Statutory filing provisions can be found in California Corporations Code [section 15623](#). All statutory references are to the California Corporations Code, unless otherwise stated.

This Certificate of Dissolution (LP-3) must be filed in order to dissolve your limited partnership. You must also file a Certificate of Cancellation (LP-4/7) in order to cancel your Certificate of Limited Partnership (LP-1) and not incur further liability for tax as a limited partnership.

Complete the Certificate of Dissolution (Form LP-3) as follows:

Item 1. Enter the file number issued by the California Secretary of State.

Item 2. Enter the name of the limited partnership as filed with the California Secretary of State.

Item 3. Enter the effective date (month/day/year) of the dissolution.

Item 4. Check the appropriate box indicating the event causing the dissolution of the limited partnership.

Item 5. The Certificate of Dissolution (LP-3) may contain other information the partners filing the certificate determine to include. Attach additional pages if necessary.

Item 6. The Certificate of Dissolution (LP-3) shall be executed with original signatures, by all general partners (or a lesser number provided in the Certificate of Limited Partnership), unless the limited partners are winding up the limited partnership affairs, in which case the certificate shall be executed by the person authorized by a majority in interest of the limited partners. (California Corporations Code [section 15624](#).)

If the certificate is filed by any person other than the general partner(s), the signature must be followed by the words “signature pursuant to Section _____.” (California Corporations Code [section 15625\(c\)](#).)

If the certificate is signed by an attorney-in-fact, the signature must be followed by the words “attorney-in-fact for (name of the partner).”

If an association is designated as a general partner, the person who signs for the association must note the exact association name, his/her name, and his/her position/title.

If a trust is designated as a general partner, the certificate must be signed by a trustee as follows:
_____ trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

- For further information contact the Business Filings Section at (916) 657-5448.